

Commonwealth of Kentucky

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OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC CORPORATIONS INTO

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of

UNITED SYSTEMS-PSR, INC.

*a domestic corporation, into UNITED SYSTEMS & SOFTWARE, INC.,
a domestic corporation, duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes. Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of*
UNITED SYSTEMS-PSR, INC.

INTO UNITED SYSTEMS & SOFTWARE, INC.



Witness my official signature and seal of office this 28TH
day of DECEMBER, 19 87, at Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF MERGER

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KNOW ALL MEN BY THESE PRESENTS THAT:

UNITED SYSTEMS & SOFTWARE, INC., a Kentucky corporation, whose address is 547 Mayfield Highway, Benton, Kentucky 42025, and UNITED SYSTEMS/PSR, INC., a Kentucky corporation, with offices at 104 North 5th Street, Murray, Kentucky, 42071, do hereby declare the following:

ARTICLE I

United Systems/PSR, Inc. shall merge with United Systems & Software, Inc., being known hereafter as United Systems & Software, Inc.

ARTICLE II

United Systems/PSR, Inc. is a wholly owned subsidiary of United Systems & Software, Inc. with all shares outstanding being owned by United Systems & Software, Inc.

ARTICLE III

This plan of merger was approved unanimously by the shareholders and Board of Directors of United Systems/PSR, Inc.

ARTICLE IV

The merger of the two corporations was unanimously approved by the stockholders and the Board of Directors of United Systems & Software, Inc. at a meeting on September 30, 1987.

ARTICLE V

The effective date of the merger was September 30, 1987.

IN WITNESS WHEREOF, the president and secretary of United Systems & Software, Inc. have hereunto set their hands, in triplicate originals, this 23rd day of December, 1987.

505091

UNITED SYSTEMS & SOFTWARE, INC.

By: Victor Waldrop
VICTOR WALDROP, President

ATTEST: Pam Waldrop
PAM WALDROP, Secretary

STATE OF KENTUCKY

COUNTY OF MARSHALL

The foregoing instrument was acknowledged and verified before me this 23 day of December, 1987, in my said county and state by Victor Waldrop, president, and Pam Waldrop, secretary, for United Systems & Software, Inc.

My Comm. Expires: 2-21-90

Susan Stockbridge
Notary Public

This Instrument Prepared By:
Long & Perry, Attorneys
908 Poplar, Benton, KY 42025

Long & Perry

Attorneys at Law

GEORGE E. LONG II
ROGER WM. PERRY
DENNIS R. FOUST

RECEIVED

DEC 28 1987

908 Poplar Street . P. O. Box 442 Phone 502/527-1445
Benton, Kentucky 42025

December 22, 1987

Corporate Division
Secretary of State
Capitol Building
Frankfort, Kentucky 40601

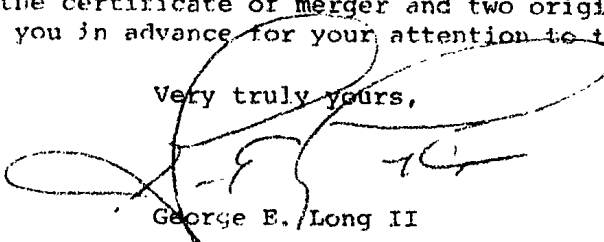
Re: Articles of Merger

Gentlemen:

Please find enclosed triplicate originals of the Articles of Merger of United Systems & Software, Inc. and United Systems/PSR, Inc., along with our check in the amount of \$25.00. The Articles of Merger provide that the number of outstanding shares be listed and that notice of mailing to the shareholders be set out in the Articles. Since we set out in the Articles of Merger that the only stockholder and all stocks were owned by United Systems & Software, Inc. and they approved the merger, it would appear that this in fact sets out the required information.

If you need any changes or other information, please let us hear from you. We look forward to receiving the certificate of merger and two originals of the Articles of Merger. Thanking you in advance for your attention to this matter.

Very truly yours,


George E. Long II

GEL/sms

Enclosures: articles (3)
check \$25.00

cc: Victor Waldrop

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